

MATTAI NAN

Form 4

November 28, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATTAI NAN

(Last) (First) (Middle)

M/S 124-223, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction
(Month/Day/Year)

11/26/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr VP, Engineering & Info Tech

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/26/2018		D	19,610 ⁽¹⁾	D <u>11</u> 0	D	
Common Stock	11/26/2018		D	6,159.2659 ⁽²⁾	D <u>2</u> 0	I	By Savings Plan
Common Stock	11/26/2018		D	710 ⁽³⁾	D <u>11</u> 0	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 83.69	11/26/2018		M	10,300	<u>(4)</u> 11/17/2024	Common Stock 10,300
Stock Option (Right to Buy)	\$ 86.75	11/26/2018		M	12,700	<u>(4)</u> 11/09/2025	Common Stock 12,700
Stock Option (Right to Buy)	\$ 88.71	11/26/2018		M	14,600	<u>(4)</u> 11/14/2026	Common Stock 14,600
Phantom Stock	<u>(6)</u>	11/26/2018		M	7,907.4985	<u>(5)</u> <u>(5)</u>	Common Stock 7,907.4985

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATTAI NAN M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	Sr VP, Engineering & Info Tech

Signatures

Joshua A. Mullin,
Attorney-in-Fact 11/28/2018

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes (a) 12,416 shares of Issuer common stock disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated September 4, 2017, by and among the Issuer, United Technologies Corporation ("UTC") and the Riveter Merger Sub Corp., for the per share merger consideration of \$93.33 in cash and .37525 shares of UTC common stock and cash for partial shares (the "Merger

(1) Consideration"), (b) 2,819 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 1,750 restricted stock units and 2,625 FY'18-20 performance shares granted in November 2017 exchanged for a number of UTC restricted stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement).

(2) Disposed of for Merger Consideration to be received by the reporting person's account under the Savings Plan.

(3) Disposed of for Merger Consideration to be received by a self-directed IRA.

These options, which provided for vesting in three equal annual installments commencing on the date of grant (which was ten years prior to the expiration date), were disposed of for the right to receive the Merger Consideration for each Net Option Share (as set forth in the Merger Agreement) subject to the option.

(5) Represents phantom shares of the common stock held in the Issuer's 2005 non-qualified savings plan (1) by the reporting person exchanged for a number of deferred UTC stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement) with respect to 7,907.4985 shares and (2) by the reporting person's spouse disposed of for a cash payment based upon the value of the Merger Consideration (as set forth in the Merger Agreement) with respect to 186.6380 shares.

(6) The price varies based on the date the phantom stock was credited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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